

City of Chicago, Illinois Sewer Fund

Basic Financial Statements as of and for the Years
Ended December 31, 2008 and 2007, Required
Supplementary Information, Statistical Data, and
Independent Auditors' Report

CITY OF CHICAGO, ILLINOIS SEWER FUND

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INDEPENDENT AUDITORS' REPORT

The Honorable Richard M. Daley, Mayor,
and Members of the City Council
City of Chicago, Illinois

We have audited the accompanying basic financial statements of the Sewer Fund (Sewer Fund) of the City of Chicago, Illinois (City) as of December 31, 2008 and 2007, and for the years then ended, as listed in the foregoing table of contents. These financial statements are the responsibility of the City's management. Our responsibility is to express an opinion on these basic financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting for the Sewer Fund. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1 to the financial statements, the basic financial statements referred to above present only the Sewer Fund and are not intended to present the financial position of the City, and the results of its operations and the cash flows of its proprietary fund types, in conformity with accounting principles generally accepted in the United States of America.

In our opinion, such basic financial statements present fairly, in all material respects, the financial position of the Sewer Fund as of December 31, 2008 and 2007, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The Management's Discussion and Analysis as listed in the foregoing table of contents is not a required part of the basic financial statements, but is supplementary information required by the Governmental Accounting Standards Board. The Management's Discussion and Analysis is the responsibility of the City's management. We have applied certain limited procedures that consisted principally of inquiries of management regarding methods of measurement and presentation of the required supplementary information. However, we did not audit the information and we express no opinion or any other form of assurance on it.

The statistical data, as listed in the foregoing table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such statistical data has not been subjected to auditing procedures and, accordingly, we do not express an opinion or any other form of assurance on it.

Deloitte & Touche LLP

June 26, 2009

CITY OF CHICAGO, ILLINOIS SEWER FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis of the City of Chicago, Illinois, Sewer Fund financial performance provides an introduction and overview of the Sewer Fund's basic financial activities for the fiscal year ended December 31, 2008. Please read this discussion in conjunction with the Sewer Fund's Basic Financial Statements and the Notes to Basic Financial Statements following this section.

FINANCIAL HIGHLIGHTS

2008

- Operating revenues for 2008 increased by \$21.3 million compared to prior-year operating revenues. This increase of 15.4% is primarily due to an increase of sewer service revenues as a result of an increase of water fees of 15% and sewer fees of 1%.
- Operating expenses before depreciation and amortization increased for 2008 by \$12.2 million compared to 2007. This increase of 14.1% is primarily due to an increase in repairs, engineering and administrative and general expenses.
- The Sewer Fund's total net assets for 2008 increased by \$2.7 million or .6% compared to 2007.
- The Sewer Fund's total assets were greater than total liabilities by \$467.8 million (net assets) at December 31, 2008. Total net assets comprise \$413.5 million of investment in capital assets, net of related debt and \$54.3 million of unrestricted net assets.
- Capital asset additions being depreciated for 2008 were \$96.0 million, principally due to completion of sewer construction and rehabilitation projects.

2007

- Operating revenues for 2007 increased by \$2.2 million compared to prior-year operating revenues. This increase of 1.6% is primarily due to an increase of sewer service revenues as a result of an increase of water usage.
- Operating expenses before depreciation and amortization increased for 2007 by \$2.3 million compared to 2006. This increase of 2.7% is primarily due to an increase in repairs, and administrative and general expenses.
- The Sewer Fund's total net assets for 2007 increased by \$3.1 million or .7% compared to 2006.
- The Sewer Fund's total assets were greater than total liabilities by \$465.1 million (net assets) at December 31, 2007. Total net assets comprise \$417.1 million of investment in capital assets, net of related debt; \$4.5 million of net assets restricted for capital projects; and \$43.5 million of unrestricted net assets.

- Capital asset additions being depreciated for 2007 were \$62.4 million, principally due to completion of sewer construction and rehabilitation projects.

OVERVIEW OF THE BASIC FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Sewer Fund's basic financial statements. The Sewer Fund's basic financial statements comprise the Financial Statements and the Notes to Basic Financial Statements. In addition to the basic financial statements, this report also presents Statistical Data after the Notes to Basic Financial Statements.

The Statements of Net Assets present all of the Sewer Fund's assets and liabilities using the accrual basis of accounting, which is similar to the basis of accounting used by private-sector companies. The difference between assets and liabilities is reported as net assets. The increase or decrease in net assets may serve as an indicator, over time, whether the Sewer Fund's financial position is improving or deteriorating. However, the consideration of other nonfinancial factors may be necessary in the assessment of overall financial position and health of the Sewer Fund.

The Statements of Revenues, Expenses and Changes in Net Assets present all current fiscal year revenues and expenses, regardless of when cash is received or paid, and the ensuing change in net assets.

The Statements of Cash Flows report how cash and cash equivalents were provided and used by the Sewer Fund's operating, capital financing, and investing activities. These statements are prepared on a cash basis and present the cash, received and disbursed, the net increase or decrease in cash and cash equivalents for the year, and the cash and cash equivalents balance at year-end.

The Notes to Basic Financial Statements are an integral part of the basic financial statements; accordingly, such disclosures are essential to a full understanding of the information provided in the financial statements.

In addition to the basic financial statements, this report includes Statistical Data. The Statistical Data section presents unaudited debt service coverage calculations and includes certain unaudited information related to the Sewer Fund's historical financial and nonfinancial operating results and capital activities.

FINANCIAL ANALYSIS

At December 31, 2008, the Sewer Fund's financial position continues to be strong with total assets of \$1,457.4 million, total liabilities of \$989.6 million, and net assets of \$467.8 million. A comparative condensed summary of the Sewer Fund's net assets at December 31, 2008, 2007, and 2006, is as follows:

(In thousands)	Net Assets		
	2008	2007	2006
Current assets	\$ 81,603	\$ 78,555	\$ 66,117
Restricted and other assets	212,281	115,751	169,119
Capital assets — net	<u>1,163,496</u>	<u>1,094,946</u>	<u>1,051,333</u>
Total assets	<u>1,457,380</u>	<u>1,289,252</u>	<u>1,286,569</u>
Current liabilities	59,513	49,708	37,456
Long-term and restricted liabilities	<u>930,053</u>	<u>774,417</u>	<u>787,074</u>
Total liabilities	<u>989,566</u>	<u>824,125</u>	<u>824,530</u>
Net assets:			
Invested in capital — net of related debt	413,481	417,138	417,998
Restricted for capital projects		4,544	751
Unrestricted	<u>54,333</u>	<u>43,445</u>	<u>43,290</u>
Total net assets	<u>\$ 467,814</u>	<u>\$ 465,127</u>	<u>\$ 462,039</u>

2008

Current assets increased by \$3.0 million (3.9%) due to an increase in accounts receivables. Restricted and other assets increased by \$96.5 million (83.4%) and capital assets — net increased by \$68.6 million (6.3%) due principally to capital activities for sewer construction and rehabilitation projects. During 2008 the Sewer Fund increased its lining program, lining an additional 17 miles of sewers (165%).

The increase in current liabilities of \$9.8 million (19.7%) is primarily related to the increase in accounts payable and due to other City funds, deferred revenue and accrued liabilities. Long-term and restricted liabilities increased by \$155.6 million (20.1%) due to an issuance of Series 2008C bonds.

Net assets may serve, over a period of time, as a useful indicator of the Sewer Fund's financial position. As of December 31, 2008, total net assets were \$467.8 million, an increase of \$2.7 million (.6%) from 2007.

2007

Current assets increased by \$12.4 million (18.8%) due to an increase in accounts receivables and an increase in amounts due from other City funds. Restricted and other assets decreased by \$53.4 million (31.6%) and capital assets — net increased by \$43.6 million (4.1%) due principally to capital activities for sewer construction and rehabilitation projects.

The increase in current liabilities of \$12.3 million (32.7%) is primarily related to the increase in accounts payable and due to other City funds, deferred revenue and accrued liabilities. Long-term and restricted liabilities decreased by \$12.7 million (1.6%) due to a decrease in long-term debt.

Net assets may serve, over a period of time, as a useful indicator of the Sewer Fund's financial position. As of December 31, 2007, total net assets were \$465.1 million, an increase of \$3.1 million (.7%) from 2006. Overall, the change in net assets is due to income.

The primary sources of the Sewer Fund's operating revenues are sewer service revenues which are derived from 84% of water billings. These revenues fund all Sewer Fund expenses, fund deposits, and debt service requirements. A comparative condensed summary of the Sewer Fund's revenues, expenses, and changes in net assets for the years ended December 31, 2008, 2007, and 2006 is as follows:

(In thousands)	Revenues, Expenses, and Changes in Net Assets		
	2008	2007	2006
Revenues:			
Operating revenues			
Sewer service	\$ 158,698	\$ 137,021	\$ 134,323
Other operating revenues	<u>1,307</u>	<u>1,660</u>	<u>2,114</u>
Total operating revenues	160,005	138,681	136,437
Nonoperating revenues	974	1,047	1,160
Capital grants	<u> </u>	<u>321</u>	<u> </u>
Total revenues and grants	<u>160,979</u>	<u>140,049</u>	<u>137,597</u>
Expenses:			
Operating expenses	98,487	86,294	84,015
Depreciation and amortization	20,982	19,897	19,330
Interest expense	<u>38,823</u>	<u>30,770</u>	<u>27,126</u>
Total expenses	<u>158,292</u>	<u>136,961</u>	<u>130,471</u>
Change in net assets	2,687	3,088	7,126
Net assets — beginning of year	<u>465,127</u>	<u>462,039</u>	<u>454,913</u>
Net assets — end of year	<u>\$ 467,814</u>	<u>\$ 465,127</u>	<u>\$ 462,039</u>

2008

Sewer service revenues for the years ended 2008 and 2007 were \$158.7 million and \$137 million, respectively. Other revenue, which consists primarily of inspection fees and house drain fees, for the years ended 2008 and 2007 was \$1.3 million and \$1.7 million, respectively. The increase in 2008 sewer service revenues of \$21.7 million (15.8%) is primarily due to an increase in water and sewer fees.

Nonoperating revenues decreased by \$73 thousand as a result of a decrease in interest income. The increase in interest expense of \$8.0 million (26%) is primarily due to an additional debt issuance in 2008.

2007

Sewer service revenues for the years ended 2007 and 2006 were \$137 million and \$134.3 million, respectively. Other revenue which consists primarily of inspection fees and house drain fees for the years ended 2007 and 2006 was \$1.7 million and \$2.1 million, respectively. The increase in 2007 sewer service revenues of \$2.7 million (2%) is primarily due to an increase in water usage.

Nonoperating revenues decreased by \$113 thousand as a result of a decrease in interest income. The increase in interest expense of \$3.6 million (13.4%) is primarily due to a smaller portion of interest being capitalized in 2007 than in 2006.

A comparative summary of the Sewer Fund's operating expenses, as classified in the basic financial statements, for the years ended December 31, 2008, 2007, and 2006 is as follows:

(In thousands)	Operating Expenses		
	2008	2007	2006
Repairs	\$ 37,786	\$ 35,759	\$ 34,770
General Fund reimbursements	23,287	22,973	22,569
Maintenance	18,626	19,034	18,964
Engineering	3,042	732	1,213
Administrative and general	15,746	7,796	6,499
Operating expenses before depreciation and amortization	98,487	86,294	84,015
Depreciation and amortization	20,982	19,897	19,330
Total operating expenses	<u>\$ 119,469</u>	<u>\$ 106,191</u>	<u>\$ 103,345</u>

2008

Overall, operating expenses before depreciation and amortization increased by \$12.2 million (14.1%) in 2008 primarily due to increases in repairs, engineering and administrative and general offset by a decrease in maintenance. Depreciation and amortization increased slightly due to an increase in capital assets.

2007

Overall, operating expenses before depreciation and amortization increased by \$2.3 million (2.7%) in 2007 primarily due to increases in repairs, administrative and general offset by a decrease in engineering. Depreciation and amortization increased slightly due to an increase in capital assets.

A comparative summary of the Sewer Fund's cash flows for the years ended December 31, 2008, 2007, and 2006, is as follows:

(In thousands)	Cash Flows		
	2008	2007	2006
Cash from activities:			
Operating	\$ 56,760	\$ 48,152	\$ 49,416
Capital and related financing	26,215	(107,832)	(27,057)
Investing	<u>(88,656)</u>	<u>74,378</u>	<u>(16,792)</u>
Net change in cash and cash equivalents	(5,681)	14,698	5,567
Cash and cash equivalents:			
Beginning of the year	<u>88,507</u>	<u>73,809</u>	<u>68,242</u>
End of the year	<u>\$ 82,826</u>	<u>\$ 88,507</u>	<u>\$ 73,809</u>

2008

As of December 31, 2008, the Sewer Fund's cash and cash equivalents of \$82.8 million represents a decrease of \$5.7 million compared to \$88.5 million at December 31, 2007, primarily due to negative cash flows from investing activities used in 2008. Total cash and cash equivalents at December 31, 2008, are comprised of unrestricted and restricted cash and cash equivalents of \$.1 million and \$82.7 million, respectively.

2007

As of December 31, 2007, the Sewer Fund's cash and cash equivalents of \$88.5 million represents an increase of \$14.7 million compared to \$73.8 million at December 31, 2006, primarily due to positive cash flows from operating and investing activities used in 2007. Total cash and cash equivalents at December 31, 2007, are comprised of unrestricted and restricted cash and cash equivalents of \$8.2 million and \$80.3 million, respectively.

CAPITAL ASSET AND DEBT ADMINISTRATION

2008

At the end of 2008 and 2007, the Sewer Fund had net utility plant of \$1,163.5 million and \$1,094.9 million, respectively. During 2008, the Sewer Fund had capital additions being depreciated of \$96.0 million, and completed projects totaling \$10.5 million were transferred from construction in progress to applicable facilities and structures capital accounts.

2007

At the end of 2007 and 2006, the Sewer Fund had net utility plant of \$1,094.9 million and \$1,051.3 million, respectively. During 2007, the Sewer Fund had capital additions being depreciated of \$62.4 million, and completed projects totaling \$9.8 million were transferred from construction in progress to applicable facilities and structures capital accounts.

The Sewer Fund's net utility plant at December 31, 2008, 2007, and 2006, are summarized as follows:

(In thousands)	Net Utility Plant at Year-End		
	2008	2007	2006
Utility plant not depreciated:			
Land and land rights	\$ 560	\$ 560	\$ 560
Construction in progress	<u>14,321</u>	<u>10,498</u>	<u>9,817</u>
Total utility plant not depreciated	<u>14,881</u>	<u>11,058</u>	<u>10,377</u>
Utility plant being depreciated:			
Facilities and structures	1,464,548	1,379,512	1,317,639
Furniture and equipment	<u>27,847</u>	<u>27,802</u>	<u>27,349</u>
Total utility plant being depreciated	<u>1,492,395</u>	<u>1,407,314</u>	<u>1,344,988</u>
Less accumulated depreciation:			
Facilities and structures	(325,609)	(305,167)	(287,338)
Furniture and equipment	<u>(18,171)</u>	<u>(18,259)</u>	<u>(16,694)</u>
Total accumulated depreciation	<u>(343,780)</u>	<u>(323,426)</u>	<u>(304,032)</u>
Total utility plant being depreciated — net	<u>1,148,615</u>	<u>1,083,888</u>	<u>1,040,956</u>
Total utility plant — net	<u>\$ 1,163,496</u>	<u>\$ 1,094,946</u>	<u>\$ 1,051,333</u>

The Sewer Fund's capital activities are funded through Sewer revenue bonds and Sewer revenues. Additional information on the Sewer Fund's capital assets is presented in Note 5 of the Notes to Basic Financial Statements.

The Sewer Fund's outstanding debt at December 31, 2008, 2007, and 2006, is summarized as follows:

(In thousands of dollars)	Long-Term Outstanding Debt at Year-End		
	2008	2007	2006
Revenue bonds	\$ 924,049	\$ 770,528	\$ 790,038
Add accretion of Series 1998			
Capital Appreciation Bonds	26,673	23,506	20,499
Less unamortized deferred loss on bond refunding	(45,376)	(47,421)	(49,464)
Unamortized net bond discount/premium	<u>14,791</u>	<u>16,394</u>	<u>16,981</u>
Total outstanding debt — net	<u>\$ 920,137</u>	<u>\$ 763,007</u>	<u>\$ 778,054</u>

The Sewer Fund's revenue bonds at December 31, 2008, have underlying credit ratings with each of the three major rating agencies as follows:

	Moody's Investor Services	Standard & Poor's	Fitch Ratings
Senior Lien Wastewater Revenue Bonds	n/a	AA-	n/a
Junior Lien Wastewater Revenue Bonds	A2	A+	AA-

At December 31, 2008, the Sewer Fund was in compliance with the debt covenants as stated in the Master Trust Indentures. Details regarding the Sewer Fund's long-term debt are in Note 4 of the Notes to the Basic Financial Statements.

REQUESTS FOR INFORMATION

This financial report is designed to provide the reader with a general overview of the Sewer Fund's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the City of Chicago Comptroller's Office.

CITY OF CHICAGO, ILLINOIS SEWER FUND

STATEMENTS OF NET ASSETS AS OF DECEMBER 31, 2008 AND 2007 (In thousands)

	2008	2007		2008	2007
ASSETS			LIABILITIES AND NET ASSETS		
CURRENT ASSETS:			CURRENT LIABILITIES:		
Cash and cash equivalents (Note 2)	\$ 105	\$ 8,239	Accounts payable	\$ 14,262	\$ 12,235
Investments (Note 2)	3,380	543	Due to other City funds	7,037	5,711
Accounts receivable — net of allowance for doubtful accounts of approximately \$7,200 in 2008 and \$3,100 in 2007	48,946	39,346	Deferred revenue	15,337	12,627
Due from other City funds	27,871	28,887	Accrued liabilities	<u>22,877</u>	<u>19,135</u>
Inventories	<u>1,301</u>	<u>1,540</u>			
Total current assets	<u>81,603</u>	<u>78,555</u>	Total current liabilities	<u>59,513</u>	<u>49,708</u>
NONCURRENT ASSETS:			NONCURRENT LIABILITIES:		
Restricted assets (Notes 2 and 3):			Liabilities payable from restricted assets:		
Cash and cash equivalents	82,721	80,268	Current portion of revenue bonds payable (Note 4)	21,208	15,620
Investments (Note 2)	118,008	27,819	Accrued interest payable	<u>9,916</u>	<u>11,410</u>
Interest receivable	<u>115</u>	<u>556</u>			
Total restricted assets	<u>200,844</u>	<u>108,643</u>	Total liabilities payable from restricted assets	31,124	27,030
Other assets	<u>11,437</u>	<u>7,108</u>	Revenue bonds payable (Note 4) — net of discount and deferred loss on bond refunding	<u>898,929</u>	<u>747,387</u>
Utility plant (Note 5):			Total noncurrent liabilities	<u>930,053</u>	<u>774,417</u>
Land and land rights	560	560	Total liabilities	<u>989,566</u>	<u>824,125</u>
Facilities and structures	1,464,548	1,379,512	NET ASSETS:		
Furniture and equipment	27,847	27,802	Invested in capital assets — net of related debt	413,481	417,138
Construction in progress	<u>14,321</u>	<u>10,498</u>	Restricted for capital projects	-	4,544
Total utility plant	1,507,276	1,418,372	Unrestricted net assets	<u>54,333</u>	<u>43,445</u>
Less accumulated depreciation	<u>(343,780)</u>	<u>(323,426)</u>	Total net assets	467,814	465,127
Utility plant — net	<u>1,163,496</u>	<u>1,094,946</u>			
Total noncurrent assets	<u>1,375,777</u>	<u>1,210,697</u>			
TOTAL	<u>\$1,457,380</u>	<u>\$1,289,252</u>	TOTAL	<u>\$1,457,380</u>	<u>\$1,289,252</u>

See notes to basic financial statements.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007
(In thousands)**

	2008	2007
OPERATING REVENUES:		
Sewer service	\$ 158,698	\$ 137,021
Other	<u>1,307</u>	<u>1,660</u>
Total operating revenues	<u>160,005</u>	<u>138,681</u>
OPERATING EXPENSES:		
Repairs	37,786	35,759
General Fund reimbursements	23,287	22,973
Maintenance	18,626	19,034
Engineering	3,042	732
Administrative and general	<u>15,746</u>	<u>7,796</u>
Total operating expenses before depreciation and amortization	98,487	86,294
Depreciation and amortization	<u>20,982</u>	<u>19,897</u>
Total operating expenses	<u>119,469</u>	<u>106,191</u>
OPERATING INCOME	<u>40,536</u>	<u>32,490</u>
NONOPERATING REVENUE (EXPENSES):		
Interest income	817	939
Interest expense	(38,823)	(30,770)
Other	<u>157</u>	<u>108</u>
Total nonoperating expenses	<u>(37,849)</u>	<u>(29,723)</u>
INCOME BEFORE CAPITAL CONTRIBUTIONS	2,687	2,767
CAPITAL GRANTS	<u>-</u>	<u>321</u>
CHANGE IN NET ASSETS	2,687	3,088
TOTAL NET ASSETS — Beginning of year	<u>465,127</u>	<u>462,039</u>
TOTAL NET ASSETS — End of year	<u>\$ 467,814</u>	<u>\$ 465,127</u>

See notes to basic financial statements.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007
(In thousands)**

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES:		
Received from customers	\$ 147,909	\$ 134,498
Transactions with other City funds — net	(22,190)	(23,498)
Payments to vendors	(30,607)	(22,989)
Payments to employees	(38,352)	(39,859)
	<u>56,760</u>	<u>48,152</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisition and construction of capital assets	(79,250)	(56,407)
Proceeds from sale of capital assets	157	108
Proceeds from issuance of bonds	499,865	
Payment of refunded bonds	(332,230)	
Interest paid on revenue bonds	(40,790)	(32,344)
Payment of bond issuance and discount costs	(5,917)	
Principal paid on bonds	(15,620)	(19,510)
Capital grant receipts		321
	<u>26,215</u>	<u>(107,832)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Sales and purchases of investments — net	(93,026)	67,750
Investment interest	4,370	6,628
	<u>(88,656)</u>	<u>74,378</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(5,681)	14,698
CASH AND CASH EQUIVALENTS — Beginning of year	<u>88,507</u>	<u>73,809</u>
CASH AND CASH EQUIVALENTS — End of year	<u>\$ 82,826</u>	<u>\$ 88,507</u>
RECONCILIATION TO CASH AND CASH EQUIVALENTS REPORTED ON THE STATEMENTS OF NET ASSETS:		
Unrestricted	\$ 105	\$ 8,239
Restricted	<u>82,721</u>	<u>80,268</u>
TOTAL	<u>\$ 82,826</u>	<u>\$ 88,507</u>

(Continued)

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007
(In thousands)**

	2008	2007
RECONCILIATION OF OPERATING INCOME TO CASH FLOWS FROM OPERATING ACTIVITIES:		
Operating income	\$ 40,536	\$ 32,490
Adjustments to reconcile:		
Depreciation and amortization	20,982	19,897
Provision for uncollectible accounts	5,206	623
Changes in assets and liabilities:		
(Increase) decrease in due from other City funds	1,016	(5,015)
Increase in accounts receivable	(14,806)	(8,630)
Decrease in inventories	239	327
Increase in accrued liabilities	922	1,181
Increase (decrease) in accounts payable and due to other City funds	(45)	2,832
Increase in deferred revenue	<u>2,710</u>	<u>4,447</u>
 CASH FLOWS FROM OPERATING ACTIVITIES	 <u>\$ 56,760</u>	 <u>\$ 48,152</u>

SUPPLEMENTAL DISCLOSURE OF NONCASH ITEMS —
Property additions in 2008 and 2007 of \$15,217 and \$9,001,
respectively, are included in accounts payable

See notes to basic financial statements.

(Concluded)

CITY OF CHICAGO, ILLINOIS

SEWER FUND

NOTES TO BASIC FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007 (In thousands)

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization — The Sewer Fund (Sewer Fund) collects and transmits wastewater to the treatment facilities of the Metropolitan Water Reclamation District of Greater Chicago. The Sewer Fund is included in the City of Chicago, Illinois' (City) reporting entity as an enterprise fund.

The accompanying basic financial statements present only the Sewer Fund and are not intended to present the financial position of the City, and the results of its operations and the cash flows of its propriety fund types.

Basis of Accounting — The accounting policies of the Sewer Fund are based upon accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB). For the year ended December 31, 2008, the City adopted GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*, and GASB Statement No. 50, *Pension Disclosures — an amendment of GASB Statements No. 25 and No. 27*. The adoption of GASB Statements No. 49 and 50 did not have a material effect on the financial statements of the Sewer Fund for the year ended December 31, 2008. The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. The accounts of the Sewer Fund are reported using the flow of economic resources measurement focus.

The Sewer Fund uses the accrual basis of accounting under which revenues are recognized when earned and expenses are recognized when the liability is incurred. Enterprise funds may elect to apply Financial Accounting Standards Board (FASB) pronouncements issued after November 30, 1989, provided that such standards are not in conflict with standards issued by the GASB. The Sewer Fund has elected not to apply FASB pronouncements issued after November 30, 1989.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources, as they are needed.

Annual Appropriated Budget — The Sewer Fund has a legally adopted annual budget that is not required to be reported.

Management's Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Cash Equivalents, and Investments — Cash, cash equivalents, and investments generally are held with the City Treasurer as required by the Municipal Code of Chicago (Code). Interest earned on pooled investments is allocated to participating funds based upon their average combined cash and investment balances. Due to contractual agreements or legal restrictions, the cash and investments of certain funds are segregated, and earn and receive interest directly.

The Code permits deposits only to City Council-approved depositories, which must be regularly organized state or national banks and federal and state savings and loan associations, located within the City, whose deposits are federally insured.

Investments authorized by the Code include interest-bearing general obligations of the City, State of Illinois (State), and the U.S. Government; U.S. Treasury bills and other non-interest-bearing general obligations of the U.S. Government purchased in the open market below face value; domestic money market funds regulated by and in good standing with the Securities and Exchange Commission; and tax anticipation warrants issued by the City. The City is prohibited by ordinance from investing in derivatives, as defined, without City Council approval.

The Sewer Fund values its investments at fair value or amortized cost as applicable. U.S. Government securities purchased at a price other than par with a maturity of less than one year are reported at amortized cost.

Repurchase agreements can be purchased only from banks and certain other institutions authorized to do business in the State. The City Treasurer requires that securities pledged to secure these agreements have a market value equal to the cost of the repurchase agreement plus accrued interest.

Investments, generally, may not have a maturity in excess of ten years from the date of purchase. Certain other investment balances are held in accordance with the specific provisions of applicable bond ordinances.

Cash equivalents include certificates of deposit and other investments with maturities of three months or less when purchased.

Accounts Receivable — Sewer Fund accounts receivable results from billings and collections for sewer services processed by the Department of Water Management. Management has provided an allowance for amounts recorded at year-end that may be uncollectible.

Transactions With the City — The City's General Fund provides services to all other funds. The amounts allocated to other funds for these services are treated as operating expenses by the Sewer Fund and consist mainly of employee benefits, self-insured risks, and administrative expenses.

Inventories — Inventories, comprised mainly of materials and supplies, are stated at cost, determined principally on the first-in, first-out method.

Utility Plant — Utility plant is recorded at cost or, for donated assets, at fair value at the date of acquisition. Utility plant is defined by the Sewer Fund as assets with an initial cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical cost if purchased or estimated historical cost if constructed. Depreciation is provided using the straight-line method and begins in the year following the year of acquisition or completion. Estimated useful lives are as follows:

Facilities and structures	75 years
Furniture and equipment	5–20 years
Sewer rehabilitation	50 years

Costs of repairs and maintenance that do not significantly extend the useful life of assets are charged to operations.

Net Assets — Net assets are comprised of the net earnings from operating and nonoperating revenues, expenses and capital grants. Net assets are displayed in three components — invested in capital assets, net of related debt; restricted net assets; and unrestricted net assets. Invested in capital assets, net of related debt consists of all capital assets, net of accumulated depreciation and reduced by outstanding debt, net of debt service reserve, and unspent bond proceeds. Restricted net assets consists of net assets for which constraints are placed thereon by external parties (such as lenders and grantors) and laws, regulations, and enabling legislation. Unrestricted net assets consists of all other net assets not categorized as either of the above.

Employee Benefits — Employee benefits are granted for vacation and sick leave, workers' compensation, and health care. Unused vacation leave is accrued and may be carried over for one year. Sick leave is accumulated at the rate of one day for each month worked, up to a maximum of 200 days. Severance of employment terminates all rights to receive compensation for any unused sick leave. Sick leave pay is not accrued. Employee benefit claims outstanding, including claims incurred but not reported, are estimated and recorded as liabilities.

Employees are eligible to defer a portion of their salaries until future years under the City's deferred compensation plan created in accordance with Internal Revenue Code Section 457. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency. The plan is administered by third-party administrators who maintain the investment portfolio. The plan's assets have been placed in trust accounts with the plan administrators for the exclusive benefit of participants and their beneficiaries and are not considered assets of the City.

The City is subject to the State Unemployment Compensation Act and has elected the reimbursing employer option for providing unemployment insurance benefits for eligible former employees. Under this option, the City reimburses the State for claims paid by the State.

Bond Issuance Costs, Bond Discounts, and Refunding Transactions — Bond issuance costs and bond discounts are deferred and amortized over the term of the related debt, except in the case of refunding debt transactions where the amortization period is over the term of the refunding or refunded debt, whichever is shorter.

Swaps — The Sewer Fund enters into interest rate swap agreements to modify interest rates on outstanding debt. Other than the net interest expenditures resulting from these arrangements, no amounts are recorded in the financial statements. All interest rate swaps are approved by the City Council.

Capitalized Interest — Interest expense and interest income earned on construction bond proceeds are capitalized during construction of those capital projects paid for from the bond proceeds and are being amortized over the depreciable life of the related assets on a straight-line basis.

Capital Grants — Capital grants are reported as revenue rather than as additions to fund equity on the Statements of Revenues, Expenses, and Changes in Net Assets.

Revenue Recognition — Sewer service revenue is billed as a percentage of the City water billings and is recorded as revenue when the water is consumed by the customers. Of the accounts receivable balances, \$13.4 million and \$11.1 million represent revenue recognized on sewer service that had not yet been billed to customers at December 31, 2008 and 2007, respectively. Deferred revenue represents amounts billed to nonmetered customers prior to usage.

Revenues and Expenses — The Sewer Fund distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the Sewer Fund’s principal ongoing operations. The principal operating revenues of the Sewer Fund are charges to customers for sales and services. Operating expenses include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

2. RESTRICTED AND UNRESTRICTED CASH, CASH EQUIVALENTS, AND INVESTMENTS

Investments — As of December 31, 2008, the Sewer Fund had the following investments (in thousands):

Investment Type	Investment Maturities (in years)				Fair Value
	Less Than 1	1–5	6–10	More Than 10	
U.S. Agencies	\$ 34,203	\$ 99,528	\$ -	\$ -	\$ 133,731
Certificates of deposits and other short-term	<u>159</u>	<u>78,026</u>	<u>-</u>	<u>-</u>	<u>78,185</u>
Subtotal	<u>\$ 34,362</u>	<u>\$ 177,554</u>	<u>\$ -</u>	<u>\$ -</u>	211,916
Share of City’s pooled funds					<u>3,583</u>
Total					<u>\$ 215,499</u>

As of December 31, 2007, the Sewer Fund had the following investments (in thousands):

Investment Type	Investment Maturities (in years)				Fair Value
	Less Than 1	1–5	6–10	More Than 10	
U.S. Agencies	\$ 63,910	\$ 5,008	\$ -	\$ -	\$ 68,918
Certificates of deposits and other short-term	<u>58,614</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>58,614</u>
Subtotal	<u>\$ 122,524</u>	<u>\$ 5,008</u>	<u>\$ -</u>	<u>\$ -</u>	127,532
Share of City’s pooled funds					<u>3,027</u>
Total					<u>\$ 130,559</u>

Interest Rate Risk — As a means of limiting its exposure to fair value losses arising from rising interest rates, the City’s investment policy requires that investments generally may not have a maturity date in excess of ten years from the date of purchase. Certain other investments are held in accordance with the specific provisions of applicable ordinances.

Credit Risk — The Code limits investments in commercial paper to banks whose senior obligations are rated in the top ten rating categories by at least two national rating agencies and who are required to maintain such rating during the term of such investment. The Code also limits investments to domestic

money market mutual funds regulated by, and in good standing with, the Securities and Exchange Commission. Certificates of Deposit are also limited by the Code to national banks that provide collateral of at least 105% by marketable U.S. government securities marked to market at least monthly; or secured by a corporate surety bond issued by an insurance company licensed to do business in Illinois and having a claims-paying rating in the top rating category, as rated by a nationally recognized statistical rating organization maintaining such rating during the term of such investment. A schedule summarizing the Sewer Fund's exposure to credit risk as of December 31, 2008 and 2007, is as follows (in thousands):

Quality Rating	2008	2007
Aaa/AAA	\$ 211,916	\$ 127,532

The Sewer Fund participates in the City's pooled cash and investments account, which includes amounts from other City funds and is maintained by the City Treasurer. Individual cash or investments are not specifically identifiable to any participant in the pool. The Treasurer's pooled fund is included in the City's Comprehensive Annual Financial Report.

Custodial Credit Risk — Cash and Certificates of Deposit — This is the risk that in the event of a bank failure, the City's deposits may not be returned. The City's Investment Policy states that in order to protect the City's deposits, depository institutions are to maintain collateral pledges on City deposits during the term of the deposit of at least 105 percent of marketable U.S. government, or approved securities or surety bonds, issued by top-rated insurers. Collateral is required as security whenever deposits exceed the insured limits of the Federal Deposit Insurance Corporation (FDIC). The bank balance of cash and certificates of deposit with the City's various municipal depositories was \$372.2 million. Of the bank balance, 100 percent was either insured or collateralized with securities held by City agents in the City's name.

A schedule summarizing the investments reported in the basic financial statements as of December 31, 2008 and 2007, is as follows (in thousands):

	2008	2007
Per Note 2:		
Investments — Sewer Fund	\$ 211,916	\$ 127,532
Investments — City Treasurer Pooled Fund	<u>3,583</u>	<u>3,027</u>
	<u>\$ 215,499</u>	<u>\$ 130,559</u>
Per financial statements:		
Restricted investments	\$ 118,008	\$ 27,819
Unrestricted investments	3,380	543
Investments included as cash and cash equivalents on the statements of net assets	<u>94,111</u>	<u>102,197</u>
	<u>\$ 215,499</u>	<u>\$ 130,559</u>

3. RESTRICTED ASSETS AND ACCOUNTS

Sewer service revenues are pledged to pay outstanding Waterwaste Revenue Bonds. The ordinances authorizing the issuance of outstanding Wastewater Revenue Bonds provide for the creation of separate accounts into which net revenues, as defined, or proceeds are to be credited, are as follows:

Wastewater Revenue Bonds, Refunding Bonds Series 1993 (Senior Lien Bonds):

Bond Principal and Interest Account — No later than ten days prior to each principal or interest payment date, an amount to pay principal; premium, if any; and interest becoming due, whether upon maturity, redemption, or otherwise.

Debt Service Reserve Account — For each series, an amount equal to the least of (i) the maximum annual debt service requirement; (ii) 10% of the original principal amount less original issue discount; or (iii) 125% of the average annual debt service requirement. The required balance in this account was met by the purchase of surety bonds.

Rebate Account — Under the Tax Reform Act of 1986 (Act), the City has entered into an arbitrage agreement under which the City will comply with certain requirements of the Act to maintain the tax-exempt status of the bonds. The Rebate account has been established to account for any liability resulting from the Act.

Construction Account — Proceeds of the Senior Lien Bonds were deposited in this account for the purpose of paying construction costs of projects as defined in the ordinance.

Wastewater Revenue Bonds, Series 2008, 2004, 2001, 2000, 1998, and Refunding Series 2004 and Refunding Series 2006 (Second Lien Bonds):

Bond Principal and Interest Account — No later than the business day immediately preceding January 1 and July 1, an amount to pay principal; redemption premium, if any; and interest on the bonds. The City is also required to make deposits in the second lien bonds account to meet other payment obligations under the indenture authorizing Second Lien Parity Bonds.

Debt Service Reserve Account — For each series, an amount equal to the least of: (i) the highest future debt service requirement; (ii) 10% of the original principal amount less original issue discount; or (iii) 125% of the average annual debt service requirement. The required balance in this account was met by the purchase of a surety bond.

Rebate Account — Amounts required to make rebate payments, if any, to the United States of America related to the Second Lien Bonds regarding matters described previously for the Senior Lien Bonds.

Construction Account — Proceeds of the Second Lien Bonds were deposited in this account for the purpose of paying construction cost of projects as defined in the ordinance.

Sewer Rate Stabilization Account — Any net revenues remaining after providing sufficient funds for all required deposits in the bond accounts may be transferred to the Sewer Rate Stabilization Account upon the direction of the City to be used for any lawful purpose of the Sewer Fund.

For accounts established by ordinances with balances, the amounts at December 31, 2008 and 2007, are as follows (in thousands):

	2008	2007
Construction	\$ 155,091	\$ 66,984
Bond principal and interest	31,124	27,030
Sewer rate stabilization	<u>14,629</u>	<u>14,629</u>
Total	<u>\$ 200,844</u>	<u>\$ 108,643</u>

At December 31, 2008 and 2007, the Sewer Fund was not aware of any instances of non-compliance with the above terms of the ordinances.

4. LONG-TERM DEBT

At December 31, 2008 and 2007, long-term debt consisted of the following (in thousands):

	2008	2007
\$232,880 Series 1993 Wastewater Transmission Revenue Bonds Refunding issued March 1, 1993, due through 2013; interest at 5.125% to 6.5%	\$ 60,815	\$ 72,130
\$109,998 Series 1998A and B Wastewater Transmission Revenue Bonds issued March 18, 1998, due through 2030; interest at 4.0% to 5.25%	65,803	65,893
\$115,000 Series 2000 Wastewater Transmission Revenue Bonds issued February 24, 2000, due through 2030; interest at 5.0% to 6.0%	7,310	7,640
\$114,585 Series 2001A Wastewater Transmission Revenue Bonds issued December 6, 2001, due through 2036; interest at 3.5% to 5.5%	7,255	7,255
\$73,100 Series 2001 Wastewater Transmission Revenue Bonds issued December 6, 2001, due through 2011; interest at 4.0% to 5.5%	72,280	72,505
\$61,925 Series 2004B Wastewater Transmission Revenue Bonds issued July 29, 2004, due through 2016; — interest at 3.0% to 5.25%	56,730	391,610
\$155,030 Series 2006A & B Wastewater Transmission Revenue Bonds issued November 1, 2006, due through 2039; Series A — interest at 4.0% to 5.0% (4.0% at December 31, 2006); Series B — interest at 4.0% to 5.0%	152,485	153,495
\$167,635 Series 2008A Wastewater Transmission Revenue Bonds issued November 5, 2008, due through 2038; interest at 3.5% to 5.5%	167,635	-
\$332,230 Series 2008C Wastewater Transmission Revenue Bonds Series (2004A Refunded) issued October 16, 2008, due through 2039; variable floating interest rate 1.15% at December 31, 2008	332,230	-
\$1,546 Illinois Environmental Protection Agency Loan Agreement signed May 28, 2008, due 2027; interest at 2.50%	<u>1,506</u>	<u>-</u>
	924,049	770,528
Add accretion of Series 1998 Capital Appreciation Bonds	26,673	23,506
Add unamortized net bond discount/premium	14,791	16,394
Less current portion (payable from restricted assets)	(21,208)	(15,620)
Less unamortized deferred loss on bond refunding	<u>(45,376)</u>	<u>(47,421)</u>
Long-term portion — net	<u>\$898,929</u>	<u>\$747,387</u>

During the years ended December 31, 2008 and 2007, long-term debt changed as follows (in thousands):

	Balance January 1, 2008	Additions	Reductions	Balance December 31, 2008	Due Within One Year
Revenue bonds	\$770,528	\$501,411	\$(347,890)	\$924,049	\$21,208
Accretion of Series 1998 Capital Appreciation Bonds	23,506	3,167	-	26,673	-
Unamortized net (discount) premium	16,394	(1,050)	(553)	14,791	-
Deferred loss on bond refunding	(47,421)	-	2,045	(45,376)	-
Total revenue bonds	<u>\$763,007</u>	<u>\$503,528</u>	<u>\$(346,398)</u>	<u>\$920,137</u>	<u>\$21,208</u>

	Balance January 1, 2007	Additions	Reductions	Balance December 31, 2007	Due Within One Year
Revenue bonds	\$790,038	\$ -	\$ (19,510)	\$770,528	\$15,620
Accretion of Series 1998 Capital Appreciation Bonds	20,499	3,007	-	23,506	-
Unamortized net (discount) premium	16,981	-	(587)	16,394	-
Deferred loss on bond refunding	(49,464)	-	2,043	(47,421)	-
Total revenue bonds	<u>\$778,054</u>	<u>\$ 3,007</u>	<u>\$(18,054)</u>	<u>\$763,007</u>	<u>\$15,620</u>

Interest expense capitalized for 2008 and 2007 totaled \$5.1 million and \$8.7 million, respectively. Interest income capitalized for 2008 and 2007 totaled \$2.0 million and \$2.9 million, respectively.

Interest expense includes amortization of the loss on bond refunding for 2008 and 2007 of \$2.0 million and \$2.0 million; amortization of net bond discount/premium of \$553 thousand and \$587 thousand; and accretion of Series 1998 Capital Appreciation Bonds of \$3.2 million and \$3.0 million, respectively.

As defined in the ordinances, net revenues are pledged for the payment of principal and interest on the bonds. The ordinances require that net revenues available for bonds equal 115% of the senior lien debt service requirement and that net revenues available for bonds equal the sum of 100% of the aggregate annual senior lien debt service requirement and 100% of the aggregate annual second lien debt service requirement. The above requirements were met for 2008 and 2007.

Rate Increases — Sewer service rates are set by ordinance. The sewer service charge is established in an amount designed to pay the costs of Sewer Fund operations and capital improvements, including any related debt service. During 2008 and 2007, the charge for sewer service was an amount equal to 84% and 83%, respectively, of the gross amount charged for water service, whether such water service is metered or nonmetered. The rate charged for water was \$11.44 per 1,000 cubic feet during 2008 and \$9.95 per cubic feet during 2007.

Issuance of Debt — Second Lien Wastewater Transmission Revenue Bonds, Series 2008A (\$167.6 million) were sold at a discount in November 2008. The bonds have interest rates ranging from 3.5 percent to 5.5 percent and maturity dates ranging from January 1, 2010 to January 1, 2038. Net proceeds of \$161.7 million will be used to finance certain capital improvements and extensions of the wastewater transmission system of the City (\$150.0 million) and fund a deposit to the Debt Service Reserve Account for the bonds (\$11.7 million).

The global economic downturn has adversely impacted the City's variable rate debt. In 2008 global financial markets incurred substantial declines in value due to the credit crisis. Monoline insurers' and letter of credit banks' credit ratings came under review due to subprime mortgage exposure resulting in downgrades by the major rating agencies. As a result credit spreads increased on the wastewater system variable rate debt, especially with insured bonds, therefore the City refinanced or converted many of its

variable rate debt issues. In 2008, the City utilized letters of credit to convert one variable rate wastewater system issue in the amount of \$332.2 million and thereby removing the monoline insurer.

Following is a schedule of debt service requirements to maturity (in thousands):

Years Ending December 31	Principal	Interest	Total Debt Service
2009	\$ 21,208	\$ 37,681	\$ 58,889
2010	24,030	39,873	63,903
2011	26,312	38,601	64,913
2012	27,673	37,259	64,932
2013	29,050	35,868	64,918
2014–2018	168,818	155,051	323,869
2019–2023	172,607	151,319	323,926
2024–2028	176,756	148,260	325,016
2029–2033	137,685	45,765	183,450
2034–2038	127,995	15,375	143,370
2039	<u>11,915</u>	<u>39</u>	<u>11,954</u>
Total	<u>\$924,049</u>	<u>\$705,091</u>	<u>\$1,629,140</u>

Pay-Fixed, Receive-Variable Interest Rate Swaps — In order to protect against the potential of rising interest rates, the Sewer Fund entered into three separate pay-fixed, receive-variable interest rate swaps.

Terms, Fair Values, and Credit Risk — The terms, including the fair value and credit ratings of the outstanding swaps as of December 31, 2008, are as follows. The notional amounts of the swaps match the principal amounts of the associated debt. The Sewer Fund’s swap agreements contain scheduled reductions to outstanding notional amounts that are expected to approximately follow scheduled or anticipated reductions in the associated “bonds payable” category. Under the swap, the Sewer Fund pays the counterparty a fixed payment and receives a variable payment computed according to the London InterBank Offered Rate (LIBOR) and/or The Bond Market Association Municipal Swap Index (BMA).

Associated Bond Issue	Notional Amounts	Effective Date	Fixed Rate Paid	Variable Rate Received	Fair Value	Swap Termination Date	Counter- party Credit Rating
Wastewater Transmission	\$232,560	07/29/2004	3.886 %	BMA*	\$(55,171)	Jan 1, 2039	N/A**
Variable rate Revenue Bonds	49,835	07/29/2004	3.886	BMA*	(13,713)	Jan 1, 2039	Aaa/AA
(Series 2008C)	<u>49,835</u>	07/29/2004	3.886	BMA*	<u>(12,228)</u>	Jan 1, 2039	Aa1/AA
	<u>\$332,230</u>				<u>\$(81,112)</u>		

*If LIBOR < 3%, then BMA is Floating Leg Rate. If LIBOR > 3%, then LIBOR is Floating Leg Rate.

** See Note 10 Subsequent Event related to interest rate swap with Lehman Brothers.

Fair Value — As of December 31, 2008, the swaps had a negative fair value of \$81.1 million. As per industry convention, the fair values of the Sewer Fund’s outstanding swaps were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the forward rates implied by the yield curve correctly anticipate future spot rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical

zero-coupon bonds due on the date of each future net settlement of the swap. Because interest rates declined subsequent to the date of execution, the Sewer Fund's swaps had negative values.

Credit Risk — The Sewer Fund is exposed to credit risk (counterparty risk) through the counterparties with which it enters into agreements. If minimum credit rating requirements are not maintained, the counterparty is required to post collateral to a third party. This protects the Sewer Fund by mitigating the credit risk, and therefore the ability to pay a termination payment, inherent in a swap. Collateral on all swaps is to be in the form of cash or eligible collateral held by a third-party custodian. Upon credit events, the swaps also allow transfers, credit support, and termination if the counterparty is unable to meet the said credit requirements.

Basis Risk — Basis risk refers to the mismatch between the variable rate payments received on a swap contract and the interest payment actually owed on the bonds. The two significant components driving this risk are credit and BMA ratios. Credit may create basis risk because the Sewer Fund's bonds may trade differently than the swap index as a result of a credit change in the Sewer Fund. BMA ratios (or spreads) may create basis risk if BMA swaps of the Sewer Fund's bonds trade higher than the BMA received on the swap. This can occur due to many factors, including, without limitation, changes in marginal tax rates, tax-exempt status of bonds, and supply and demand for variable rate bonds. The Sewer Fund is exposed to basis risk on the swaps if the rate paid on the bonds is higher than the rate received. The Sewer Fund is liable for the difference. The difference would need to be available on the debt service payment date and would add additional underlying cost to the transaction.

Tax Risk — The swap exposes the Sewer Fund to tax risk or a permanent mismatch (shortfall) between the floating rate received on the swap and the variable rate paid on the underlying variable-rate bonds due to tax law changes such that the federal or state tax exception of municipal debt is eliminated or its value reduced. There have been no tax law changes since the execution of this swap agreement.

Termination Risk — The swap has the risk that it could be terminated as a result of certain events including a ratings downgrade for the issuer or swap counterparty, covenant violation, bankruptcy, payment default, or other defined events of default. Termination of a swap may result in a payment made by the issuer or to the issuer depending upon the market at the time of termination.

Swap Payments and Associated Debt — As of December 31, 2008, debt service requirements for the Sewer Fund’s outstanding variable-rate debt and net swap payments, assuming current interest rates remain the same, for their term are as follows (in thousands):

Years Ending December 31	Variable-Rate Bonds		Interest Rate	Total
	Principal	Interest	Swaps — net	
2009	\$ -	\$ 3,821	\$ 9,090	\$ 12,911
2010	-	3,821	9,090	12,911
2011	-	3,821	9,090	12,911
2012	-	3,821	9,090	12,911
2013	-	3,821	9,090	12,911
2014–2018	34,675	18,542	44,115	97,332
2019–2023	85,205	14,349	34,139	133,693
2024–2028	77,240	9,074	21,588	107,902
2029–2033	56,025	6,076	14,455	76,556
2034–2038	67,170	2,183	5,194	74,547
2039-2043	<u>11,915</u>	<u>11</u>	<u>27</u>	<u>11,953</u>
Total	<u>\$ 332,230</u>	<u>\$ 69,340</u>	<u>\$ 164,968</u>	<u>\$ 566,538</u>

Defeased Bonds — Defeased bonds have been removed from the Statements of Net Assets because related assets have been placed in irrevocable trusts that, together with interest earned thereon, will provide amounts sufficient for payment of all principal and interest. Defeased bonds at December 31, 2008, not including principal payments due January 1, 2009, are as follows (in thousands):

	Amount Defeased	Outstanding
Wastewater Transmission Revenue Bonds — Series 2000	\$ 98,405	\$ 93,120
Wastewater Transmission Revenue Bonds — Series 2001	101,650	98,615

5. UTILITY PLANT

During the years ended December 31, 2008 and 2007, utility plant changed as follows (in thousands):

	Balance January 1, 2008	Additions	Disposals and Transfers	Balance December 31, 2008
Utility plant not depreciated:				
Land and land rights	\$ 560	\$ -	\$ -	\$ 560
Construction in progress	<u>10,498</u>	<u>14,321</u>	<u>(10,498)</u>	<u>14,321</u>
Total utility plant not depreciated	<u>11,058</u>	<u>14,321</u>	<u>(10,498)</u>	<u>14,881</u>
Utility plant being depreciated:				
Facilities and structures	1,379,512	95,915	(10,879)	1,464,548
Furniture and equipment	<u>27,802</u>	<u>130</u>	<u>(85)</u>	<u>27,847</u>
Total utility plant being depreciated	<u>1,407,314</u>	<u>96,045</u>	<u>(10,964)</u>	<u>1,492,395</u>
Less accumulated depreciation:				
Facilities and structures	(305,167)	(18,780)		(323,947)
Furniture and equipment	<u>(18,259)</u>	<u>(1,662)</u>	<u>88</u>	<u>(19,833)</u>
Total accumulated depreciation	<u>(323,426)</u>	<u>(20,442)</u>	<u>88</u>	<u>(343,780)</u>
Utility plant being depreciated — net	<u>1,083,888</u>	<u>75,603</u>	<u>(10,876)</u>	<u>1,148,615</u>
Utility plant — net	<u>\$ 1,094,946</u>	<u>\$ 89,924</u>	<u>\$ (21,374)</u>	<u>\$ 1,163,496</u>
	Balance January 1, 2007	Additions	Disposals and Transfers	Balance December 31, 2007
Utility plant not depreciated:				
Land and land rights	\$ 560	\$ -	\$ -	\$ 560
Construction in progress	<u>9,817</u>	<u>10,498</u>	<u>(9,817)</u>	<u>10,498</u>
Total utility plant not depreciated	<u>10,377</u>	<u>10,498</u>	<u>(9,817)</u>	<u>11,058</u>
Utility plant being depreciated:				
Facilities and structures	1,317,639	61,873	-	1,379,512
Furniture and equipment	<u>27,349</u>	<u>575</u>	<u>(122)</u>	<u>27,802</u>
Total utility plant being depreciated	<u>1,344,988</u>	<u>62,448</u>	<u>(122)</u>	<u>1,407,314</u>
Less accumulated depreciation:				
Facilities and structures	(287,338)	(17,829)	-	(305,167)
Furniture and equipment	<u>(16,694)</u>	<u>(1,690)</u>	<u>125</u>	<u>(18,259)</u>
Total accumulated depreciation	<u>(304,032)</u>	<u>(19,519)</u>	<u>125</u>	<u>(323,426)</u>
Utility plant being depreciated — net	<u>1,040,956</u>	<u>42,929</u>	<u>3</u>	<u>1,083,888</u>
Utility plant — net	<u>\$ 1,051,333</u>	<u>\$ 53,427</u>	<u>\$ (9,814)</u>	<u>\$ 1,094,946</u>

6. PENSION PLANS

Eligible Sewer Fund employees participate in one of two of the City's single-employer defined benefit pension plans. These plans are the Municipal Employees' and the Laborers' and Retirement Board Employees' Annuity and Benefit Funds. These plans are administered by individual retirement boards represented by elected and appointed officials. Each plan issues publicly available financial statements for each of the pension plans which may be obtained at the respective fund's office.

The funds provide retirement, death, and disability benefits as established by State law. Benefits generally vest after 20 years of credited service. Employees who retire at or after age 55 with at least 10 years of credited service qualify to receive a money purchase annuity and those with more than 20 years of credited service qualify to receive a minimum formula annuity. The annuity is computed by multiplying the final average salary by a minimum of 2.4 percent per year of credited service. The final average salary is the employee's highest average annual salary for any four consecutive years within the last 10 years of credited service.

Participating employees contribute 8.5 percent of their salary to these funds as required by State law. By law, the City's contributions are based on the amounts contributed by the employees. Financing of the City's contribution is through a separate property tax levy and the personal property replacement tax. The Sewer Fund reimburses the City's General Fund for the estimated pension cost applicable to the covered payroll of Sewer Fund employees. These reimbursements, recorded as expenses of the Sewer Fund, were \$4.9 million in 2008 and \$5.2 million in 2007. The annual pension costs are determined using the entry age normal actuarial cost method and the level dollar amortization method.

The funding policy mandated by State law requires City contributions at statutorily, not actuarially, determined rates. The rates are expressed as multiples of employee contributions. These contributions equal employee contributions made in the calendar year two years prior to the year for which the applicable tax is levied, multiplied by the statutory rates. The statutory rates in effect for the City's contributions made during the years ended December 31, 2008, 2007, and 2006 were 1.25 for the Municipal Employees' and 1.00 for the Laborers' and Retirement Board Employees' Annuity and Benefit Funds, respectively. The City has made the required contributions under State law.

The following table as of December 31, 2008 assists users in assessing each fund's progress in accumulating sufficient assets to pay benefits when due. The three-year historical information for each annuity and benefit fund will be accumulated over the next year (dollars in thousands):

	Annual Pension Cost	Percent of Pension Cost Contributed	Required Contribution	Contributions Contributed	Net Pension Obligation
Municipal Employees':					
2006	\$ 325,514	48.3 %	\$ 325,514	48.3 %	\$ 1,442
2007	343,123	40.7	343,123	40.7	202,077
2008	359,933	40.8	360,387	40.7	415,207
Laborers':					
2006	20,536	0.5	17,600	0.6	(237,696)
2007	22,260	59.6	21,726	61.0	(228,692)
2008	18,166	83.9	17,652	86.3	(225,759)

The pension benefits information pertaining expressly to Sewer Fund employees is not available. Accordingly, no amounts have been recorded in the accompanying financial statements for the net pension assets of these Plans.

7. OTHER POSTEMPLOYMENT BENEFITS — CITY OBLIGATION

In addition to providing pension benefits, under State law, the City provides certain health benefits to employees who retire from the City based upon their participation in the City's pension plans. Substantially all employees who qualify as Municipal Employees' or Laborers' pension plan participants older than age 55 with at least 20 years of service may become eligible for post-employment benefits if they eventually become annuitants. Health benefits include basic benefits for annuitants and supplemental benefits for Medicare-eligible annuitants. Currently, the City does not segregate benefit payments to annuitants by fund. The cost of health benefits is recognized as claims are reported and are funded on a pay-as-you-go basis. The total cost to the City for providing health benefits to approximately 24,323 and 24,350 annuitants and their dependents was approximately \$89.3 million and \$89.5 million in 2008 and 2007, respectively.

The annuitants who retired prior to July 1, 2005, received a 55 percent subsidy from the City and the annuitants who retired on or after July 1, 2005, received a 50, 45, 40 and zero percent subsidy from the City based on the annuitant's length of actual employment with the City for the gross cost of retiree health care under a court approved settlement agreement (the Settlement Agreement). The pension funds contributed \$55 for each Medicare eligible annuitant and \$85 for each Non-Medicare eligible annuitant to their gross cost. The annuitants contributed a total of \$59.6 million in 2008 and \$54.8 million in 2007, to the gross cost of their retiree health care pursuant to premium amounts set forth in the above-referenced settlement agreement.

The City's net expense and the annuitants' contribution indicated above are preliminary and subject to the reconciliation per the court approved settlement agreement.

Plan Description Summary —The City is party to a written legal Settlement Agreement outlining the provisions of the retiree health program. The Settlement Health Care Plans (the Plans), through June 30, 2013. The Settlement Agreement does not require or extend continuation of the Plans after June 30, 2013. Pursuant to the Settlement Agreement, the City administers a single employer defined benefit healthcare plan (the Health Plan), for which the City pays a portion of the costs on a pay as you go method. Under the Settlement Agreement, the City sponsors health benefit plans for employees, form employees, and retired former employees. The provisions of the program provide in general, that the City pay a percentage of the cost (based upon an employee's service) for hospital and medical coverage to eligible retired employees and their dependents for a specified period, until June 30, 2013.

In addition, Illinois Compiled Statutes authorize the respective Pension Funds to provide a fixed monthly dollar subsidy to each annuitant who has elected coverage under the Health Plan through June 30, 2013. After that date, no supplements are authorized.

The liabilities for the monthly dollar supplements paid to annuitants enrolled in the retiree medical plan by their respective Pension Funds are included in the liabilities and reports of the respective Pension Funds (See Note 6).

Funding Policy — The City's Health Plan is a single employer plan that operates on a pay as you go funding basis. No assets are accumulated or dedicated to funding the Health Plan benefits.

Annual OPEB Cost and Net OPEB Obligation — The City’s annual other post employment benefit (OPEB) cost (expense) is calculated based on the annual required contribution (ARC) of the employer. The ARC represents a level of funding, that if paid on an ongoing basis, is projected to cover the normal cost each year and to amortize any unfunded actuarial liabilities over a period of five and one-half years (the remaining years of coverage under the Settlement Agreement).

The following table shows the components of the City’s annual OPEB costs for the year for the Health Plan, the amount actually contributed to the Health Plan and changes in the City’s net OPEB obligation to the Health Plan. The Net OPEB Obligation is the amount entered upon the City’s Statement of Net Assets as of year end as the net liability for the other post employment benefits — the Health Plan. The amount of the annual cost for the Health Plan that is to be recorded in the Statement of Changes in Net Assets is the Annual OPEB Cost (expense) (in thousands).

Annual OPEB Cost and Contributions Made (In thousands)		
	2008 Health Plan	2007 Health Plan
Contribution rates:		
City	Pay As You Go	Pay As You Go
Plan members	N/A	N/A
Annual required contribution	\$ 244,692	\$ 245,591
Interest on net OPEB obligation	6,453	
Adjustment to annual required contribution	<u>(32,248)</u>	<u>-</u>
Annual OPEB cost	218,897	245,591
Contributions made	<u>97,968</u>	<u>97,245</u>
Increase in net OPEB obligation	120,929	148,346
Net OPEB obligation — beginning of year	<u>148,346</u>	<u>-</u>
Net OPEB obligation — end of year	<u>\$ 269,275</u>	<u>\$ 148,346</u>

The City’s annual OPEB cost, the percentage of annual OPEB cost contributed to the Health Plan, and the net OPEB obligation for fiscal year 2008 is as follows (in thousands):

Schedule of Contributions, OPEB Costs, and Net Obligations			
Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
December 31, 2008	\$ 218,897	44.8 %	\$ 269,275
December 31, 2007	245,591	39.6	148,346

The City, as required, adopted GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, in fiscal year 2007. Information is provided for fiscal years 2008 and 2007. Subsequent years’ disclosure will provide information for the reporting year and for the prior two years, as applicable.

Funded Status and Funding Progress — As of December 31, 2007, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$1,062,864 all of which was unfunded. The covered payroll (annual payroll of active employees covered by the Health Plan) was approximately \$2,562,067 and the ratio of the unfunded actuarial accrued liability to the covered payroll was 41%.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Health Plan and the ARC of the employer are subject to continual revisions as the results are compared with past expectations and new estimates are made about the future.

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded Actuarial Accrued Liability (UAAL)	Funded Ratio	Covered Payroll
December 31, 2006	\$ -	\$1,301,417	\$1,301,417	0 %	\$2,502,154
December 31, 2007	<u>-</u>	<u>1,062,864</u>	<u>1,062,864</u>	<u>-</u>	<u>\$2,562,067</u>

Actuarial Method and Assumptions — Projections of benefits for financial reporting purposes are based on the substantive plan (the plan understood by the employer and plan members) and included the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial method and assumptions used include techniques that are designed to reduce the effects of short term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long term perspective of the calculations.

For the Health Plan benefits (not provided by the Pension Funds) in the actuarial valuation for the fiscal years ended December 31, 2008 and 2007, the projected unit credit actuarial cost method was used. The actuarial assumptions included an annual healthcare cost trend rate of 12% initially, reduced by decrements to an ultimate rate of 7%. Both rates included a 3% inflation assumption. The Health Plan has not accumulated assets and does not hold assets in a segregated trust. However, the funds expected to be used to pay benefits are assumed to be invested for durations which will yield an annual return rate of 4.35%. The Unfunded Accrued Actuarial Liability is being amortized as a level dollar amount over 5.5 years.

Summary of Assumptions and Methods		
Item	2008 Health Plan	2007 Health Plan
Actuarial valuation date	December 31, 2007	December 31, 2006
Actuarial cost method	Projected unit credit	Projected unit credit
Amortization method	Level dollar — closed	Level dollar — closed
Remaining amortization period	5.5 years	6.5 years
Asset valuation method	Market value	Market value
Actuarial assumptions:		
Investment rate of return	4.35%	4.35%
Projected salary increases	2.5%	2.5%
Healthcare inflation rate	12% initial to 7% ultimate	12% initial to 7% ultimate

The OPEB benefit information pertaining expressly to the Sewer Fund employees is not available. Accordingly, no amounts have been recorded in the accompanying financial statements.

8. RELATED-PARTY TRANSACTIONS

Included in operating expenses are reimbursements to the General Fund of the City and certain other funds for services provided by other City departments, employee fringe benefits, and certain payments made on behalf of the Sewer Fund. Such reimbursements amounted to \$23.3 million and \$23.0 million in 2008 and 2007, respectively.

9. COMMITMENTS AND CONTINGENCIES

The Sewer Fund has certain contingent liabilities resulting from litigation, claims, or commitments incident to the ordinary course of business. Management expects that final resolution of these contingencies will not have a material adverse effect on the financial position or results of operations of the Sewer Fund.

The Sewer Fund provides workers' compensation benefits and employee health benefits under self-insurance programs administered by the City. Such claims outstanding, including claims incurred but not reported, are estimated and recorded as liabilities in the financial statements.

Uninsured claim expenditures and liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. These losses include an estimate for claims that

have been incurred but not reported. Changes in the claims liability amount for the years ended December 31, 2008 and 2007, are as follows (in thousands):

	2008	2007
Balance — January 1	\$ 15,567	\$ 14,318
Claims incurred on current and prior year events	10,626	10,501
Claims paid on current and prior year events	<u>(9,947)</u>	<u>(9,252)</u>
Balance — December 31	<u>\$ 16,246</u>	<u>\$ 15,567</u>

The City purchases annuity contracts from commercial insurers to satisfy certain liabilities; accordingly, no liability is reported for those claims. Property and casualty risks for the Sewer Fund are transferred to commercial insurers. Claims have not exceeded the purchased insurance coverage in the past three years.

At December 31, 2008 and 2007, the Sewer Fund entered into contracts for approximately \$15.2 million and \$16.3 million, respectively, for construction projects.

10. SUBSEQUENT EVENT

On January 28, 2009, the City terminated the interest rate swap agreement with Lehman Brothers for the Series 2008C Wastewater Transmission Revenue Bonds. The City paid \$38.1 million to terminate the swap and received an up-front payment to execute a new swap of \$38.7 million.

* * * * *

STATISTICAL DATA (UNAUDITED)

The statistical section includes selected financial and operating information, generally presented on a multi-year basis. The statistical section information is presented in five categories: financial trends, revenue capacity data, debt capacity data, demographic and economic information and operating information. Schedules in the statistical section are the following:

Financial Trends Information

1. Net Assets by Component
2. Changes in Net Assets

Revenue Capacity Information

1. Historical Financial Operations
2. Five Largest Customers
3. Customers by Component
4. Recent Sewer Service Rates
5. Sewer System Accounts

Debt Capacity Information

1. Revenue Bond Coverage
2. Long Term Debt
3. Capital Improvement Program (CIP), 2009–2013

Operating Information

1. Full-Time Equivalent Sewer Fund Employees
2. Operating Indicators by Function
3. Capital Asset Statistics by Function

Demographic and Economic Information

1. Population of Service Area
2. Principal employers (Non-Government)
3. Population and Income Statistics

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**NET ASSETS BY COMPONENT
THREE YEARS ENDED DECEMBER 31, 2008
(In thousands) (Unaudited)**

	2006	2007	2008
NET ASSETS:			
Invested in capital assets — net of related debt	\$ 417,998	\$ 417,138	\$ 413,481
Restricted for capital projects			
Unrestricted net assets	751	4,544	-
	<u>43,290</u>	<u>43,445</u>	<u>54,333</u>
TOTAL	<u><u>\$ 462,039</u></u>	<u><u>\$ 465,127</u></u>	<u><u>\$ 467,814</u></u>

The Sewer Fund intends to provide ten years of information as it becomes available.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**CHANGES IN NET ASSETS
THREE YEARS ENDED DECEMBER 31, 2008
(In thousands) (Unaudited)**

	2006	2007	2008
OPERATING INCOME:			
Operating revenues	\$ 136,437	\$ 138,681	\$ 160,005
Operating expenses	84,015	86,294	98,487
Depreciation and amortization	<u>19,330</u>	<u>19,897</u>	<u>20,982</u>
Total operating income	33,092	32,490	40,536
NONOPERATING EXPENSES	<u>(25,966)</u>	<u>(29,723)</u>	<u>(37,849)</u>
CAPITAL INCOME BEFORE CONTRIBUTIONS	7,126	2,767	2,687
CAPITAL GRANTS	<u>-</u>	<u>321</u>	<u>-</u>
CHANGE IN NET ASSETS	<u>\$ 7,126</u>	<u>\$ 3,088</u>	<u>\$ 2,687</u>

The Sewer Fund intends to provide ten years of information as it becomes available.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
HISTORICAL FINANCIAL OPERATIONS
TEN YEARS ENDED DECEMBER 31, 2008
(In thousands) (Unaudited)**

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
OPERATING REVENUES:										
Sewer sales	\$ 126,084	\$ 135,786	\$ 142,631	\$ 139,793	\$ 140,754	\$ 142,680	\$ 141,314	\$ 134,323	\$ 137,021	\$ 158,698
Other operating revenue	<u>1,265</u>	<u>1,556</u>	<u>1,593</u>	<u>1,537</u>	<u>1,619</u>	<u>2,308</u>	<u>2,208</u>	<u>2,114</u>	<u>1,660</u>	<u>1,307</u>
Total operating revenues	<u>127,349</u>	<u>137,342</u>	<u>144,224</u>	<u>141,330</u>	<u>142,373</u>	<u>144,988</u>	<u>143,522</u>	<u>136,437</u>	<u>138,681</u>	<u>160,005</u>
OPERATING EXPENSES:										
Repairs	41,145	35,970	38,814	39,079	35,196	31,023	33,981	34,770	35,759	37,786
Maintenance	20,999	21,777	22,253	22,499	23,772	19,315	18,966	18,964	19,034	18,626
Administrative and general	8,658	7,869	7,548	6,068	4,551	5,605	5,454	6,499	7,796	15,746
General Fund reimbursements	24,514	24,670	26,275	26,299	25,779	25,272	26,823	22,569	22,973	23,287
Engineering	<u>6,124</u>	<u>5,985</u>	<u>6,736</u>	<u>6,464</u>	<u>6,461</u>	<u>4,505</u>	<u>3,587</u>	<u>1,213</u>	<u>732</u>	<u>3,042</u>
Total operating expenses	<u>101,440</u>	<u>96,271</u>	<u>101,626</u>	<u>100,409</u>	<u>95,759</u>	<u>85,720</u>	<u>88,811</u>	<u>84,015</u>	<u>86,294</u>	<u>98,487</u>
NONOPERATING REVENUES	<u>923</u>	<u>1,712</u>	<u>878</u>	<u>355</u>	<u>276</u>	<u>140</u>	<u>802</u>	<u>1,063</u>	<u>939</u>	<u>817</u>
NET REVENUES — As defined	<u>\$ 26,832</u>	<u>\$ 42,783</u>	<u>\$ 43,476</u>	<u>\$ 41,276</u>	<u>\$ 46,890</u>	<u>\$ 59,408</u>	<u>\$ 55,513</u>	<u>\$ 53,485</u>	<u>\$ 53,326</u>	<u>\$ 62,335</u>

Source: City of Chicago Comptroller's Office.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
FIVE LARGEST CUSTOMERS
(In thousands) (Unaudited)**

	2008 Amount of Sales
DEPARTMENT OF AVIATION	\$ 1,230
LINCOLN PARK	692
NORTHWESTERN UNIVERSITY	541
HUMBOLDT PARK	494
WR GRACE AND COMPANY	<u>285</u>
	<u>\$ 3,242</u>
	2007 Amount of Sales
DEPARTMENT OF AVIATION	\$ 848
LINCOLN PARK	810
HUMBOLDT PARK	263
CHICAGO PARK DISTRICT	247
HOMETOWN	<u>212</u>
	<u>\$ 2,380</u>

The Sewer Fund intends to provide ten years of information as it becomes available.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
CUSTOMERS BY COMPONENT
(In thousands) (Unaudited)**

	2008 Amount of Sales
RESIDENTIAL	\$ 105,072
INDUSTRIAL/COMMERCIAL	34,363
GOVERNMENTAL	<u>8,931</u>
	<u>\$ 148,366</u>
	2007 Amount of Sales
RESIDENTIAL	\$ 97,909
INDUSTRIAL/COMMERCIAL	32,313
GOVERNMENTAL	<u>8,459</u>
	<u>\$ 138,681</u>

The Sewer Fund intends to provide ten years of information as it becomes available.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
RECENT SEWER SERVICE RATES
(Unaudited)**

Effective Date	Gross Water Rate Per 1,000 Cubic Feet	Sewer Rate	
		Percent of Water Bill	Per 1000 Cubic Feet
January 1, 2000	\$ 8.34	83 %	\$ 6.92
January 1, 2001	8.67	83	7.20
January 1, 2002	9.02	83	7.49
January 1, 2003	9.38	83	7.79
January 1, 2004	9.66	83	8.02
January 1, 2005	9.95	83	8.26
January 1, 2006	9.95	83	8.26
January 1, 2007	9.95	83	8.26
January 1, 2008	11.44	84	9.61

Source: City of Chicago Department of Water Management.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
SEWER SYSTEM ACCOUNTS
TEN YEARS ENDED DECEMBER 31, 2008
(Unaudited)**

Year Ended December 31	Water Accounts			Exempt	Sewer Accounts
	Non- metered	Metered	Total		
1999	329,756	159,353	489,109	66,811	422,298
2000	328,327	160,895	489,222	67,464	421,758
2001	327,276	163,051	490,327	69,994	420,333
2002	326,778	164,067	490,845	80,615	410,230
2003	325,789	165,440	491,229	55,064	436,165
2004	324,689	167,545	492,234	54,809	437,425
2005	323,740	169,664	493,404	55,797	437,607
2006	322,193	171,861	494,054	58,599	435,455
2007	320,579	175,256	495,835	61,700	434,135
2008	319,205	178,457	497,662	63,929	433,733

Source: City of Chicago Department of Water Management.

CITY OF CHICAGO, ILLINOIS SEWER FUND

STATISTICAL DATA REVENUE BOND COVERAGE TEN YEARS ENDED DECEMBER 31, 2008 (In thousands) (Unaudited)

COMBINED SENIOR LIEN AND SECOND LIEN DEBT SERVICE CALCULATION	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
REVENUES AVAILABLE FOR BONDS:										
Net revenues — as defined	\$26,832	\$42,783	\$43,476	\$41,276	\$46,890	\$59,408	\$55,513	\$53,485	\$53,326	\$62,335
Deposits to prior lien accounts	-	-	-	-	-	-	-	-	-	-
Transfer to (from) Sewer Rate Stabilization Account	(5,814)	-	-	-	(1,050)	2,500	-	4,000	-	-
Net revenues available for bonds	32,646	42,783	43,476	41,276	47,940	56,908	55,513	49,485	53,326	62,335
PRIOR LIEN DEBT SERVICE REQUIREMENT	-	-	-	-	-	-	-	-	-	-
NET REVENUES AVAILABLE FOR BONDS	<u>\$32,646</u>	<u>\$42,783</u>	<u>\$43,476</u>	<u>\$41,276</u>	<u>\$47,940</u>	<u>\$56,908</u>	<u>\$55,513</u>	<u>\$49,485</u>	<u>\$53,326</u>	<u>\$62,335</u>
DEBT SERVICE REQUIREMENTS:										
Senior lien debt service requirement	\$25,588	\$25,581	\$25,581	\$25,577	\$25,579	\$25,576	\$18,523	\$19,010	\$16,784	\$16,753
Senior lien debt service coverage (1.15 required)	<u>1.28</u>	<u>1.67</u>	<u>1.70</u>	<u>1.61</u>	<u>1.87</u>	<u>2.23</u>	<u>3.00</u>	<u>2.60</u>	<u>3.18</u>	<u>3.72</u>
DEBT SERVICE REQUIREMENTS:										
1997 second lien bonds	\$ 4,194	\$ 4,193	\$ 4,195	\$ 4,194	\$ 4,195	\$ 4,193	\$ -	\$ -	\$ -	\$ -
1998 second lien bonds	2,864	2,861	2,862	2,862	2,861	2,863	2,879	2,861	173	999
2000 second lien bonds	-	2,788	8,165	1,264	4,155	4,155	743	2,643	748	2,707
2001 second lien bonds	-	-	-	2,276	4,037	4,045	4,079	4,190	4,195	4,193
2001A second lien bonds	-	-	-	3,337	7,108	7,107	1,792	3,244	352	2,043
2004A and B second lien bonds	-	-	-	-	-	4,393	6,698	16,048	18,947	20,387
2006A and B second lien bonds	-	-	-	-	-	-	-	-	8,570	8,759
2008C second lien bonds	-	-	-	-	-	-	-	-	-	2,291
Second lien debt service requirement	<u>7,058</u>	<u>9,842</u>	<u>15,222</u>	<u>13,933</u>	<u>22,356</u>	<u>26,756</u>	<u>16,191</u>	<u>28,986</u>	<u>32,985</u>	<u>41,379</u>
COMBINED SENIOR AND SECOND LIEN DEBT SERVICE REQUIREMENTS	<u>\$32,646</u>	<u>\$35,423</u>	<u>\$40,803</u>	<u>\$39,510</u>	<u>\$47,935</u>	<u>\$52,332</u>	<u>\$34,714</u>	<u>\$47,996</u>	<u>\$49,769</u>	<u>\$58,132</u>
COMBINED SENIOR AND SECOND LIEN DEBT SERVICE COVERAGE (1.0 REQUIRED)	<u>1.00</u>	<u>1.21</u>	<u>1.07</u>	<u>1.04</u>	<u>1.00</u>	<u>1.09</u>	<u>1.60</u>	<u>1.03</u>	<u>1.07</u>	<u>1.07</u>
SEWER RATE STABILIZATION ACCOUNT YEAR-END BALANCE	<u>\$ 9,179</u>	<u>\$ 9,179</u>	<u>\$ 9,179</u>	<u>\$ 9,179</u>	<u>\$ 8,129</u>	<u>\$10,629</u>	<u>\$10,629</u>	<u>\$14,629</u>	<u>\$14,629</u>	<u>\$14,629</u>

Source: City of Chicago Comptroller's Office.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
LONG-TERM DEBT
THREE YEARS ENDED DECEMBER 31, 2008
(In thousands) (Unaudited)**

	2006	2007	2008
FIRST LIEN	\$ 82,885	\$ 72,130	\$ 60,815
SECOND LIEN	<u>707,153</u>	<u>698,398</u>	<u>863,234</u>
TOTAL	<u>\$ 790,038</u>	<u>\$ 770,528</u>	<u>\$ 924,049</u>

The Sewer Fund intends to provide ten years of information as it becomes available.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
CAPITAL IMPROVEMENT PROGRAM
2009–2013
(In thousands) (Unaudited)**

Year	Amount
2009	\$ 128,000
2010	158,000
2011	135,000
2012	148,000
2013	<u>121,000</u>
Total	<u>\$ 690,000</u>

Note: The information presented in the table above reflects the Sewer Fund's expected allocation of resources to various projects, but does not necessarily represent an expectation of actual cash expenditures for these projects.

Source: City of Chicago Department of Water Management.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
FULL- TIME EQUIVALENT SEWER FUND EMPLOYEES BY FUNCTION
TWO YEARS ENDED DECEMBER 31, 2008
(Unaudited)**

Function	2006	2007	2008
AGENCY MANAGEMENT	6	7	5
CAPITAL DESIGN AND CONSTRUCTION SERVICES	21	22	21
ENGINEERING SERVICES	16	13	-
INSPECTION SERVICES	17	17	18
SYSTEM INSTALLATION	10	10	10
SYSTEM MAINTENANCE	587	566	517
COMMUNICATIONS AND COORDINATION	<u>32</u>	<u>32</u>	<u>29</u>
	<u>689</u>	<u>667</u>	<u>600</u>

The Sewer Fund intends to provide ten years of information as it becomes available

Source: City of Chicago's 2008, 2007, and 2006 Program and Budget Summary

Note: Schedule includes only Department of Water Management employees.

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
OPERATING INDICATORS BY FUNCTION
(Unaudited)**

	2007	2008
CATCH BASINS REPAIRED	2,620	3,848

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
CAPITAL ASSET STATISTICS BY FUNCTION
(In miles) (Unaudited)**

	2007	2008
SEWERS LINED	10.3	27.3
NEW CONSTRUCTION	7.0	8.6

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
POPULATION OF SERVICE AREA
LAST FIVE CENSUS PERIODS
(Unaudited)**

Year	Population
1960	3,550,404
1970	3,369,357
1980	3,005,072
1990	2,783,726
2000	2,896,016

Source: U.S. Department of Commerce — Census Bureau.

SEWER FUND

**STATISTICAL DATA
PRINCIPAL EMPLOYERS (NON-GOVERNMENT)
CURRENT YEAR
(Unaudited)**

Employer	Number of Employees	Rank	Percentage of Total City Employment
J. P. Morgan Chase	8,865	1	0.81
United Airlines	6,403	2	0.58
Jewel Food Stores, Inc	5,977	3	0.55
Northern Trust	5,084	4	0.46
Accenture LLP	4,532	5	0.41
American Airlines	3,582	6	0.33
SBC/AT&T	3,459	7	0.32
Ford Motor Company	3,325	8	0.30
CVS Corporation	3,161	9	0.29
Bonded Maintenance Company	2,955	10	0.27

Source: City of Chicago, Department of Revenue, Employer's Expense Tax Return, June 30, 2008.

(1) J.P. Morgan Chase formerly known as Banc One.

(2) SBC/AT&T formerly known as Ameritech.

Notes:

**CITY OF CHICAGO, ILLINOIS
SEWER FUND**

**STATISTICAL DATA
POPULATION AND INCOME STATISTICS
(Unaudited)**

Year	Population(1)	Median Age (2)	Number of Households(2)	Unemployment Rate (3)	Per Capita Income (4)	Total Income (6)
2007	2,896,016	33.7	1,033,328	5.70 %	\$ 43,714	\$12,659,644,342
2008	2,896,016	34.1	1,032,746	6.40	N/A (5)	N/A (5)

Notes:

- (1) Source: U.S. Department of Commerce — Census Bureau.
- (2) Source: World Business Chicago Website, Claritas data estimates; Cook County's Website.
- (3) Source: Bureau of Labor Statistics 2008, Unemployment rate for Chicago-Naperville-Illinois Metropolitan Area.
- (4) Source: U.S. Department of Commerce, Bureau of Economic Analysis, Per Capita Personal Income for Chicago-Naperville-Illinois Metropolitan Area (in 2008 dollars).
- (5) N/A means not available at time of publication.
- (6) Population multiplied by the Per Capita Income.